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Attorneys for Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:
USA Commercial Mortgage Company
06-10725 – Lead Case
USA Capital Realty Advisors, LLC
06-10726
USA Capital Diversified Trust Deed Fund,
LLC
06-10728
USA Capital First Trust Deed Fund, LLC
06-10728
USA Securities, LLC
06-10729

Debtors.

Jointly Administered

Chapter 11 Cases

Judge Linda B. Riegler Presiding

**SECOND AMENDMENT TO
VERIFIED STATEMENT OF ROB
CHARLES PURSUANT TO
BANKRUPTCY RULES 2014 IN
SUPPORT OF APPLICATION BY
OFFICIAL COMMITTEE OF
UNSECURED CREDITORS TO
EMPLOY LEWIS AND ROCA LLP
AS COUNSEL FOR THE
COMMITTEE**

Date: NA

Time: NA

Affecting:

.. All Cases

or Only:

× USA Commercial Mortgage Company

.. USA Capital Realty Advisors, LLC

.. USA Capital Diversified Trust Deed Fund,
LLC

.. USA Capital First Trust Deed Fund, LLC

Rob Charles declares under penalty of perjury:



1 1. This declaration supplements Lewis and Roca LLP's prior disclosures to this
2 Court.

3 2. The Official Committee of Equity Security Holders of USA Capital
4 Diversified Trust Deed Fund, LLC (the "Diversified Trust Deed Committee") has sought
5 authority to employ Orrick, Herrington & Sutcliffe LLP ("Orrick") as its counsel.

6 3. Lawyers at Lewis and Roca in its Phoenix office work with lawyers at the
7 Orrick firm from time to time on municipal finance transactions. Lewis and Roca, in its
8 capacity as Bond Counsel on transactions, has established a relationship with the Public
9 Finance Tax Group of Orrick for consultations on complex federal tax issues. In some
10 transactions, Orrick is consulted about specific tax issues and not requested or required to
11 investigate any facts or to review the tax aspects of any transaction generally. Absent
12 special circumstances, Lewis and Roca pays directly and absorbs the cost of consultations
13 with Orrick.

14 4. These connections with the Orrick firm do give rise to an attorney-client
15 relationship between the Orrick firm and Lewis and Roca. However, these connections
16 are in any event not related in any way to any of the Debtors.

17 5. Nothing about these connections with the Orrick firm would impact Lewis
18 and Roca in any way in its dealings with the Orrick firm and the Committee it represents.

19 Dated June 16, 2006.

20 **LEWIS AND ROCA LLP**

21 By /s/ RC (#006593)

22 Rob Charles

23 *Attorneys for Official Committee of Unsecured*
24 *Creditors*